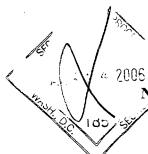
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# **FORM D**

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



06045730

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)								
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1573 &1575	RECD S.E.C.							
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)								
Type of Filing: New Filing Amendment	AUG 2 4 2006							
A. BASIC IDENTIFICATION DATA								
Enter the information requested about the issuer	1086							
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)								
Nationwide Private Placement Variable Account								
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc	luding Area Code)							
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111								
Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Inc Code) (if different from Executive Offices)	luding Area Code)							
Brief Description of Business								
Variable Insurance Products								
Type of Business Organization								
corporation limited partnership, already formed other (please specify)	PROCESSEL							
business trust Ilmited partnership, to be formed Insurance Company Separate Account	AUG 3 0 2006							
Year Actual or Estimated Date of Incorporation or Organization Month Year								
[05] [98] 🔀 Actual 🗀 Estima	ated JHUWSUN FINANCIAL							
urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [O] [H]								

### **GENERAL INSTRUCTIONS:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Alutto, Joseph A.	if individual)				
Business or Residence Addr One Nationwide Plaza, Colo			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Brocksmith, Jr. James G.	if individual)	,	enterior de la constante de la		
Business or Residence Addr One Nationwide Plaza, Colu			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Eckel, Keith W.	if individual)				
Business or Residence Add One Nationwide Plaza, Colo	•		Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Mille de Lombera, Martha J			7-0-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		
Business or Residence Add One Nationwide Plaza, Colo			Code)		-

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and	d/or
Managing Pa	artner
Full Name (Last name first, if individual) Jurgensen, W.G.	
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and Managing Pa	
Full Name (Last name first, if individual) Marshall, Lydia M.	
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and Managing Pa	
Full Name (Last name first, if individual) McWhorter, Donald L.	
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	
B. INFORMATION ABOUT OFFERING	
	Landard and I
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes	
Answer also in Appendix, Column 2, if filing under ULOE.	
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	100,000 (es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  Yes	] 🔯 100,000
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with	100,000 (es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or	100,000 (es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set	100,000 (es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual? \$1  3. Does the offering permit joint ownership of a single unit? Ye  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If	100,000 (es No
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	100,000 (es No
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MacDonald	Full Name (Last name first, if individual) MacDonald, William Business or Residence Address (Number and Street, City, State, Zip Code)											
12340 El Camino Parkway, Suite 400, San Diego CA 92130  Name of Associated Broker or Dealer  RCG Securities  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).												
	neck All	States or		viduai Stati			****************		*************		Aii Sta	
AL	AK	AZ	AR		СО	СТ	DE	DC	FL	GA	НІ	ID
IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if in	dividual)				•					
Business o	r Residence	e Address (	Number ar	nd Street, C	City, State, 2	Zip Code)						
Name of A	ssociated E	Broker or E	Dealer									
States in W					s to Solicit						. All Sta	tes
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	НІ	ID
IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero.. If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt. Equity.... Common Preferred Convertible Securities (including warrants)..... Partnership Interests. Other (Specify: Variable Life Insurance \$55,698,880 Policy)..... Total..... \$66,838,656 \$55,698,880 Answer also in Appendix, Column 3, if filing under ULOE. 2, Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount Of Purchases \$55,698,880 Accredited Investors..... Non-accredited Investors..... Total (for filings under Rule 504 only)..... \$55,698,880 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Dollar Amount Security Type of Offering Sold Rule 505..... Regulation A..... Rule 504..... Total..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.....

b. Enter the difference between the aggregate offering price given in

Other Expenses (identify)\_\_\_\_

Total.....

\_\_\_\_\_.

\$0

	response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$66,838,656
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		
	above.	Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	<b></b> \$	<b></b> \$
	Purchase of real estate	<b></b> \$	<b></b>
	Purchase, rental or leasing and installation of machinery and equipment	<u></u> \$	<b></b> \$
	Construction or leasing of plant buildings and facilities	<b></b>	<b>\$</b>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<b></b> \$	<b></b> \$
	Repayment of indebtedness	□\$	<b></b>
	Working capital	<b></b>	<b></b>
	Other (specify):	<b></b>	<b></b>
		<b>\$</b>	<u>\$</u>
•	Column Totals	<b></b>	<b>\$</b>
	Total Payments Listed (column totals added)	<b>\$</b>	
is filed under U.S. Securities	D. FEDERAL SIGNATURE  s duly caused this notice to be signed by the undersigned duly authoriz Rule 505, the following signature constitutes an undertaking by the es and Exchange Commission, upon written request of its staff, the in ny non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
Inquar (Dwint	Signatura	Data	
Issuer (Print of Nationwide P Variable Acco	rivate Placement	Date 8/21/2006	;
Name of Sign Troy Anderso	ner (Print or Type) Title of Signer (Print or Type) Senior Vice President		

and statement	E. STATE SIGNATURE							
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?							
	See Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)
Nationwide Private Placement

Variable Account

Name of Signer (Print or Type) Troy Anderson Signature

Date

8/21/2006

Title of Signer (Print or Type) Senior Vice President

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2	3	4	5
	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)	Disqualificatiunder State ULOE (if yeart attach explanation of waiver grante

								Yes	No
State	Yes	No		Number of		Number of			
State	163	110		Accredited	<b>.</b>	Non-Accredited	<b>.</b>		
AL	+ $$			Investors	Amount	Investors	Amount	<del>                                     </del>	
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AR	<del>├</del> ₩-	<del>     </del> -	Variable Life		<u> </u>				
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	ale september 2000		APPENDIX	**************************************
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	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)

				Number of		Numbe	er of		Yes		
State	State Yes No			Accredited		Non-Acci					
				Investors	Amount	Invest	ors	Amount		_	
PA_					···					$\perp$	
RI	H		<u> </u>							1	
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WV	<del>                                     </del>		-	<del></del>	<del></del>				<del>                                     </del>	╁	
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or											
		- '						Managing Part	ner		
Full Na Miller,			if individual)								
			ress (Number and umbus, OH 4321	Street, City, State, Zip	Code)		<del></del>				
Check I	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o			
Full Na Patterso			if individual)				***				
			ress (Number and umbus, OH 432)	Street, City, State, Zip	Code)						
Check I	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o			
	me (Las , Gerald		if individual)								
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215											
Check I	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o			
	me (Las Arden 1		if individual)		-						
			ress (Number and umbus, OH 432	d Street, City, State, Zip 15	Code)						
Check I	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o			
			if individual)								
Shulma	te, Alex										

Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215